

Hearing Date and Time: March 22, 2007 10:00 a.m.
Objection Deadline: March 15, 2007 4:00 p.m

DLA PIPER US LLP
2000 University Avenue
East Palo Alto, CA 94303
(650) 833-2000
Amy Wallace Potter (213196)
Christie Branson (217926)

Corporate, Employment and Intellectual Property
Counsel for Debtor MobileAria, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

DLA PIPER US LLP, CORPORATE, EMPLOYMENT, AND INTELLECTUAL PROPERTY
COUNSEL FOR DEBTOR MOBILEARIA, INC.'S SECOND INTERIM APPLICATION FOR
ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE THIRD INTERIM PERIOD FROM JUNE 1, 2006
THROUGH SEPTEMBER 30, 2006 UNDER 11 U.S.C. §§ 330 AND 331

SUMMARY OF APPLICATION

Applicant's role in this case: Corporate, Employment, and Intellectual Property
Counsel for Debtor MobileAria, Inc.

Current Application:

Time Period:	6/1/06 through 9/30/06 (the "Application Period")
Fees Requested:	\$218,036.50
Expenses Requested:	\$7,688.31

Total Interim Request:	\$225,724.81
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Monthly Fee Statements:	DLA Piper has not yet received payments on any of the invoices attached to this Application
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DLA Piper US LLP ("DLA Piper"), corporate, employment, and intellectual property counsel to MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation ("Delphi") and a debtor and debtor-in-possession in the above-captioned cases (collectively with Delphi and certain of its U.S. subsidiaries and affiliates, the "Debtors") submits this Second Interim Application (the "Application"), pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-1, General Rule M-104 Re: Guidelines for Fees and Disbursements for Professionals in Southern District of New York Cases General Rule M-151 Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Cases (the "Local Guidelines") and the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals, entered on November 4, 2005, as supplemented (the "Interim Compensation Order"), for allowance and payment of interim compensation for professional services rendered to MobileAria and for reimbursement of expenses incurred in connection with such services for the third interim period from June 1, 2006 through September 30, 2006 (the "Application Period").

In support of this Application, DLA Piper respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure. Pursuant to the Local Guidelines, a certification of compliance is attached hereto as Exhibit "A."

BACKGROUND

3. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization on relief under chapter 11 of

title 11 of the United States Code, 11 U.S.C. § 101-1330, as amended (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases. Substantially all of the assets of MobileAria have been sold.

4. No trustee or examiner has been appointed in the Debtors’ cases. On October 17, 2005, the Office of the United States Trustee (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (the “Equity Committee”).

5. On November 16, 2006, the Court entered an Order Under 11 U.S.C. § 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment of DLA Piper as Corporate, Employment, and Intellectual Property Counsel to Debtor MobileAria, Inc. *Nunc Pro Tunc* to May 1, 2006 (the “Retention Order”). A copy of the Retention Order is attached hereto as Exhibit “B.”

REQUEST FOR INTERIM COMPENSATION

6. By this Application, DLA Piper seeks an allowance of interim compensation and full payment, without any hold-back of fees, for professional services rendered during the Application Period in the amount of \$218,036.50. DLA Piper also requests reimbursement for actual and necessary expenses incurred by DLA Piper on MobileAria’s behalf during the Application Period in the amount of \$7,688.31.

7. Pursuant to the Interim Compensation Order, after DLA Piper’s fees exceeded \$50,000 in May, 2006, DLA Piper filed a “long form” Application for Order Under 11 U.S.C. §§ 327(e) and 1107(b) and Fed R. Bankr. P. 2014 Authorizing Employment And Retention Of DLA Piper LLP As Corporate, Employment, And Intellectual Property Counsel To Debtor MobileAria, Inc. *Nunc Pro Tunc* To May 1, 2006 (the “Retention Application”).

8. The Interim Compensation Order provides that when an Ordinary Course Professional’s monthly fees exceed \$50,000, such Ordinary Course Professional must be retained

pursuant to a formal retention application before any further fees or expenses can be paid. DLA Piper was not permitted to submit its invoices from May 2006 to present pursuant to the Interim Compensation Order for payment until after the Retention Order was entered on November 16, 2006. Now that the Retention Order has been entered, DLA Piper will submit its invoices for payment pursuant to the Interim Compensation Order and expects that absent objection, 80% of its fees and 100% of its costs sought in this Application will have been paid prior to the March 22, 2007 hearing on this Application.

9. The Debtors have not yet paid DLA Piper for any of the fees and costs requested herein, leaving unpaid for this period total fees of \$218,036.50 and total expenses of \$7,688.31 (though as noted above DLA Piper expects that 80% of its fees and 100% of its costs will have been paid prior to the March 22, 2007 hearing on this Application).

10. During the Application Period, DLA Piper's attorneys and paraprofessionals expended a total of 526.5 hours in the performance of necessary and critical services on behalf of MobileAria.

11. A schedule setting forth the total number of hours expended by each professional during the Application Period and his/her respective hourly billing rate is attached hereto as Exhibit "C."

12. Schedules setting forth the number of hours expended by partners, associates and paraprofessionals of DLA Pier in respect to discrete categories of services rendered to MobileAria, and their respective hourly billing rates, are attached hereto as Exhibit "C" and "D." While every effort has been made to categorize charges into discrete matters, many charges overlap and appropriately may be categorized into multiple matters.

13. A schedule specifying the nature and amount of expenses for which DLA Piper is seeking reimbursement is attached hereto as Exhibit "E."

14. DLA Piper is charging for its services in accordance with its hourly rates in effect on the dates the services were rendered and pursuant to the terms set forth in the Retention Application, as approved by the Retention Order.

15. There is no agreement or understanding between DLA Piper and any other person or entity for the sharing of compensation in connection with these Chapter 11 cases.

16. All fees and expenses incurred during the Application Period are detailed in the exhibits to this Application.

17. Due to the immediacy and complexity of legal representation for MobileAria relative to certain matters, it was necessary at times to use more than one attorney to handle difficult and complex tasks. In those instances where time has been charged by more than one attorney, it was necessary to adequately represent MobileAria and to further the proper administration of its case. Therefore, the fees relating to these tasks were justified under the circumstances. Nonetheless, DLA Piper has avoided duplication of tasks wherever possible.

18. Due to its familiarity with MobileAria's business operations and personnel, DLA Piper was able to efficiently provide services to MobileAria. The legal issues presented required a high level of skill and expertise from professionals with knowledge of corporate law, employment law, and intellectual property law. The fees sought by DLA Piper are commensurate with fees awarded to DLA Piper in other cases and the fees charged by comparable law firms. DLA Piper has assigned the work performed in this case to attorneys having the experience and specialization to perform the services required efficiently and properly. The professionals providing the services for which compensation is sought pursuant to this Application are most familiar with MobileAria's legal issues and operations.

NARRATIVE SUMMARY OF SERVICES RENDERED

19. DLA Piper's services rendered to MobileAria have been primarily rendered by its corporate law professionals, Vicky Lee, Christie Branson, Jenny Kim, Lynn Van Buren, Richard Yankwich and Jim Koshland among others, its employment law professionals, Mary Lavigne Butler, Mike Frank and Jennifer Ross among others, its intellectual property professionals, Vicky Lee among others, and its insolvency professionals, Amy Wallace Potter among others. As the detailed billing statements reflect (attached hereto as Exhibit "F"), each professional performed discrete services in this matter and they have been jointly involved in

matters only where appropriate and essential to the progress of this case. The names and hourly rates of all professionals and paraprofessionals of DLA Piper who have billed time during the relevant time period are set forth in Exhibit "C."

20. DLA Piper submits that the services it has rendered on behalf of MobileAria were actual, necessary and appropriate. Further, DLA Piper believes that its services have directly contributed to the effective administration of these proceedings and the sale of MobileAria's assets for \$11.7 million.

21. The following is a general description of the primary services that DLA Piper rendered to MobileAria during the Application Period according to project billing category (as reflected by the billing summary and supporting detail attached hereto as Exhibits "C," "D" and "F"). The following is not an inclusive list but highlights DLA Piper's efforts and services.

(A) Corporate

22. MobileAria provided fleet management, efficiency and security services for mobile transportation systems, using patented hardware and software that tracks vehicles by satellite. Since 2000, DLA Piper (via its predecessor Gray Cary Ware & Freidenrich) provided general business, employment and corporate advice, as well as advice related to MobileAria's interest in domestic and international patents and other intellectual property interests. After its bankruptcy filing, MobileAria, with DLA Piper's assistance, began to search for and market its assets to potential purchasers of substantially all of MobileAria's assets.

23. In June and July, 2006, DLA Piper advised and assisted MobileAria with its asset sale, including negotiating, preparing, reviewing and revising definitive agreements and ancillary agreements, performing due diligence, preparing disclosure schedules, and assessing potential qualified bids. DLA Piper also advised on export compliance matters, and prepared and advised on assignments of agreements, leases and licenses. DLA Piper also investigated and prepared cure amount lists and contract rejection lists in connection with the sale. Further, DLA Piper addressed and resolved potential disputes with certain of MobileAria's suppliers that could have adversely impacted the asset sale.

24. In July, 2006, DLA Piper attorney Christie Branson traveled to New York twice to assist with the auction sale of MobileAria's assets and the related Court hearing approving the auction sale. Ms. Branson attended lengthy meetings, the auction and a Court hearing in connection with consummation of the \$11.7 million asset sale. In addition, DLA Piper assisted with post-sale transition issues with MobileAria's employees and other interested parties and prepared all necessary closing documentation and ancillary agreements, including supplier agreements, side letters, and amendments to the asset purchase agreement. The asset sale closed on July 31, 2006.

25. In August and September, 2006, DLA Piper assisted and advised on post-closing and transition issues, including rejected contracts and human resource matters, notice to stockholders, cures, escrow and supplier matters.

26. In addition, DLA Piper attended and assisted with MobileAria's board meetings and prepared all necessary board resolutions for the asset sale. DLA Piper worked with MobileAria's board and management, its financial advisor, and potential purchasers to ultimately sell substantially all of MobileAria's assets for \$11.7 million.

27. DLA Piper also prepared its "long form" Retention Application as required by the Interim Fee Order. DLA Piper employs over 3000 attorneys throughout the world and the list of the interested parties in the Debtors' bankruptcy cases also exceeded 3000. Therefore, DLA Piper was required to prepare and submit an extensive list of hundreds of disclosures in its Retention Application.

(B) Employment

28. DLA Piper advised and assisted with employment issues that arose in the context of MobileAria's asset sale, including separation agreements, payment of vacation, termination of 401(k) plans and COBRA coverage.

(C) Intellectual Property

29. MobileAria's asset sale involved substantial intellectual property assets and issues with which DLA Piper advised and assisted MobileAria. DLA Piper also performed

due diligence relating to intellectual property assets. DLA Piper analyzed and advised on anti-assignment clauses in intellectual property licenses and advised MobileAria on trademark deadlines.

30. DLA Piper attorney Christie Branson was required to travel from California to New York on multiple occasions in connection with hearings on MobileAria's asset sale and other related matters in the Debtors' bankruptcy cases. Because the dates of these hearings were uncertain, Ms. Branson had to buy non-refundable airline tickets on short notice. All of the flights for which reimbursement is sought herein were for coach fares.

31. Transportation costs sought herein were primarily for cabs to and from airports in California and New York and the meeting locations of Delphi and MobileAria executives. All meals were necessary working meals.

32. Hotel charges are for seven nights accommodations in the same hotel where the Debtors' bankruptcy counsel and MobileAria executives stayed. It was important to be in the same location as the Debtors' counsel to facilitate meetings and other necessary work related to MobileAria's asset sale. In addition, Ms. Branson was required to rent a hotel room near the airport for one night when her flight to California was canceled due to weather.

33. DLA Piper submits that all of the services rendered and costs expended during the Application Period were (i) actual, appropriate and necessary under the circumstances and benefited MobileAria and its bankruptcy estate, and (ii) allowed MobileAria to be adequately represented and promoted the effective administration of its estate. DLA Piper further submits the requested compensation and reimbursement of expenses incurred for such services are reasonable.

34. DLA Piper expects to continue rendering services to MobileAria for the duration of these proceedings, though those services will be limited now that substantially all of MobileAria's assets have been sold.

35. No prior application has been made to this or any court for the relief requested in the Application. DLA Piper submitted a first interim fee application concurrently

herewith, but that Application does not request payment for any of the fees or expenses contained herein.

NOTICE

36. Notice of this Application has been served according to the terms of the Interim Compensation Order. Notice was served upon all parties listed in the Master Service List and the 2002 Entities List except those persons entitled to receive the complete Application along with the Notice. The Notice and complete Application with all Exhibits were served via overnight mail upon (i) the Debtors' General Counsel; (ii) the Debtors' primary bankruptcy counsel; (iii) counsel for the Creditors' Committee; (iv) counsel for the agent for the prepetition credit facility; (v) counsel for the agent for the postpetition credit facility; (vi) the U.S. Trustee; (vii) counsel for the Equity Committee, (viii) counsel for GE Plastics America and (ix) Legal Cost Control, Inc.. DLA Piper represents that no further notice is necessary.

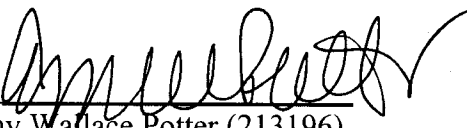
WHEREFORE, DLA Piper, as corporate, employment and intellectual property counsel for MobileAria, respectfully requests that the Court enter an Order:

- (1) granting this Second Interim Application for Compensation and Reimbursement of Expenses;
- (2) awarding DLA Piper an allowed administrative claim for professional services rendered during the Application Period in the amount of \$218,036.50, without any hold-back;
- (3) granting DLA Piper's request for reimbursement for actual and necessary disbursements made on MobileAria's behalf during the Application Period in the amount of \$7,688.31, without any hold-back;
- (4) authorizing the immediate payment of such sums referenced in the preceding paragraphs to the extent permitted by law; and,
- (5) granting such other and further relief as the Court may deem just.

Dated: East Palo Alto, California
November 29, 2006

DLA PIPER US LLP

By: /s/



Amy Wallace Potter (213196)

Christie Branson (217926)
2000 University Avenue
East Palo Alto, CA 94303
(650) 833-2000

Corporate, Employment and Intellectual
Property Counsel for Debtor MobileAria, Inc.

EXHIBIT A

DLA PIPER US LLP
2000 University Avenue
East Palo Alto, CA 94303
(650) 833-2000
Amy Wallace Potter (213196)
Christie Branson (217926)

Corporate, Employment and Intellectual Property
Counsel for Debtor MobileAria, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

CERTIFICATION

Amy Wallace Potter, on behalf of DLA Piper US LLP ("DLA Piper"), corporate, employment, and intellectual property counsel to MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation ("Delphi") and a debtor and debtor-in-possession in the above-captioned cases (collectively with Delphi and certain of its U.S. subsidiaries and affiliates, the "Debtors") hereby certifies, pursuant to General Rule M-104 Re: Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases and M-151 Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Cases (the "Local Guidelines") that:

1. I am the professional designated by DLA Piper with the responsibility in MobileAria's case for compliance with the Local Guidelines.
2. I have read DLA Piper's second interim application for compensation for service rendered to, and for reimbursement of expenses incurred on behalf of, MobileAria for the third interim period June 1, 2006 through September 30, 2006 (the "Application").

3. To the best of my knowledge, information and belief formed after reasonable inquiry, the Application complies with the Local Guidelines.

4. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines.

5. The fees and disbursements sought in the Application are billed at rates and in accordance with practices customarily employed by DLA Piper and customarily accepted by DLA Piper's clients.

6. Copies of the Application have been served upon the parties designated in the November 4, 2005 Order of the Court establishing procedures for interim compensation and reimbursement of expenses (the "Interim Fee Order"). The Interim Fee Order prohibited payment of DLA Piper's fees and expenses from the time they exceeded \$50,000 in one month (May, 2005) until its employment was approved on November 16, 2006. Consequently, DLA Piper has now provided copies of the invoices to the Debtors' counsel and seeks payment of 80% of its fees and 100% of its costs pursuant to the Interim Fee Order.

7. To the best of my knowledge, information and belief, and with respect to any reimbursable services and disbursements for which reimbursement is sought, DLA Piper does not make a profit on such services or reimbursements.

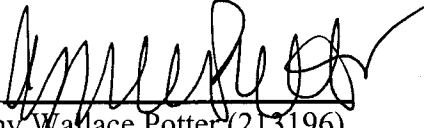
8. All monthly statements of fees and disbursements submitted by DLA Piper pursuant to the Interim Fee Order (i) contained a list of professionals and paraprofessionals providing services, their respective billing rates, the aggregate hours spent by each professional and paraprofessional, a description of the services rendered and the breakdown of the disbursements incurred and otherwise complied in all respects with the Interim Fee Order, and (ii) were provided to Notice Parties in accordance with the Interim Fee Order after DLA Piper's employment was approved.

9. The Application is being served upon all Notice Parties, in accordance with the Interim Fee Order.

Dated: East Palo Alto, California
November 29, 2006

DLA PIPER US LLP

By: /s/



Amy Wallace Potter (213196)

Christie Branson (217926)
2000 University Avenue
East Palo Alto, CA 94303
(650) 833-2000

Corporate, Employment and Intellectual
Property Counsel for Debtor MobileAria, Inc.

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

ORDER UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED R. BANKR. P. 2014
AUTHORIZING EMPLOYMENT AND RETENTION OF
DLA PIPER LLP AS CORPORATE, EMPLOYMENT, AND INTELLECTUAL PROPERTY
COUNSEL TO DEBTOR MOBILEARIA, INC. NUNC PRO TUNC TO MAY 1, 2006

("DLA PIPER RETENTION ORDER")

Upon the application, dated October 30, 2006 (the "Application"), of MobileAria, Inc. ("MobileAria"), an affiliate of Delphi Corporation and a debtor and debtor-in-possession in the above-captioned cases, for an order (the "Order") under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of DLA Piper LLP as corporate, employment, and intellectual property counsel to MobileAria nunc pro tunc to May 1, 2006; and upon this Court having determined that the relief requested in the Application is in the best interests of MobileAria, its estates, its creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to the Application, MobileAria's employment of DLA Piper as its corporate, employment, and intellectual property counsel is hereby approved in accordance with

11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014, with approval of such employment being effective as of May 1, 2006.

3. DLA Piper shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the United States Bankruptcy Code and all applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the guidelines established by the Office of the United States Trustee, and further orders of this Court.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
November 16, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

RECEIVED
NOV 17 2006
DLA PIPER US LLP

EXHIBIT C

EXHIBIT C

Summary of Hours Billed by Attorneys and Paraprofessionals
for the Period May 1, 2006 through May 31, 2006

Name	Position	Year	Rate	Hours	Total
Jim Koshland	Partner	1978	\$685.00	4.0	\$2,740.00
Richard Yankwich	Partner	1979	\$590.00	3.5	\$2,065.00
Mike Frank	Partner	1995	\$540.00	3.9	\$2,106.00
Vicky Lee	Partner	1993	\$495.00	30.6	\$15,147.00
Michael Standlee	Partner	1994	\$495.00	1.3	\$643.50
Mary L. Butler	Partner	1985	\$475.00	6.8	\$3,230.00
Brad Gersich	Partner	1996	\$475.00	0.9	\$427.50
Lynn Van Buren	Of Counsel	1997	\$460.00	13.1	\$6,091.50
Amy W. Potter	Associate	1998	\$475.00	37	\$17,575.00
Ray Tullius	Associate	1999	\$435.00	1.8	\$783.00
Jennifer Ross	Associate	2000	\$425.00	7.6	\$3,230.00
Christie Branson	Associate	2001	\$405.00	383.1	\$155,115.50
Heather Dunn	Associate	2000	\$425.00	0.4	\$170.00
Rachel R. Warner	Associate	2000	\$400.00	0.9	\$360.00
Michelle Moskalik	Associate	2003	\$340.00	1.7	\$578.00
Chiara Portner	Associate	2003	\$340.00	0.5	\$170.00
Jenny Kim	Associate	2005	\$260.00	27.7	\$7,202.00
Kathryn Clamar	Paralegal		\$245.00	0.4	\$98.00
Carol Bashir	Paralegal		\$245.00	0.4	\$98.00
Julia Weinert	Summer Associate		\$185.00	0.9	\$166.50
Total				526.5	\$218,036.50

EXHIBIT D

EXHIBIT D

Summary of Hours Billed by Attorneys and Paraprofessionals
for the Period May 1, 2006 through May 31, 2006

Matter	Hours	Amount
Corporate	497.2	\$204,602.50
Employment	20.1	\$9,349.00
Intellectual Property	9.2	\$4,085.00
Total	526.5	\$218,036.50

EXHIBIT E

EXHIBIT E

Summary of Disbursements
for the Period May 1, 2006 through May 31, 2006

Disbursement	Amount
Duplicating	\$449.70
UCC/Sec State Search	\$819.58
Mileage	\$47.04
Working Meals	\$301.66
Courier	\$423.49
Air Fare	\$2,597.19
Hotel	\$2,842.73
Cabs	\$193.97
Fax	\$12.95
Total	\$7,688.31

EXHIBIT F

DLA Piper US LLP
2000 University Avenue
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F 650-833-2001
W www.dlapiper.com

PRIVILEGED AND CONFIDENTIAL

Delphi Corporation
Attn: General Counsel
5825 Delphi Drive
Troy, Michigan 48098-2815

November 29, 2006

J. Koshland
Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915633

For Professional Services Through June 30, 2006:

Client: MobileAria, Inc.

Current Fees	\$ 89,228.00
Current Disbursements	\$ <u>1,399.23</u>
Current Fees and Disbursements	\$ <u>90,627.23</u>
Prior Outstanding Balance	\$ 69,709.45
Total Account Balance	\$ <u>160,336.68</u>

Please send remittance to; DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

Or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

Law Firm Tax Identification Number: 52-0616490

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

MobileAria, Inc.
Invoice # 1915633

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November 29, 2006

<u>Matter #</u>	<u>Matter Name</u>	<u>Current Fees</u>	<u>Current Disb.</u>	<u>Total</u>
001001	Post Bankruptcy General Corporate	85,921.00	1,399.23	87,320.23
001002	Post Bankruptcy Employment	190.00	0.00	190.00
001003	Post Bankruptcy IP	3,117.00	0.00	3,117.00
Total Current Charges		\$89,228.00	\$1,399.23	\$90,627.23

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

Matter: Post Bankruptcy General Corporate

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
06/01/06	Negotiate definitive agreements with Wireless Matrix (2.0). Prepare documentation regarding sale (4.5). Multiple working group conferences regarding same (2.0). Update correspondence regarding same (1.0). Prepare definitive documents (4.5). E-mail correspondence to working group regarding transaction matters (1.0).	Christie L. Branson	15.00	6,075.00
06/01/06	Intra-office conferences regarding indemnification terms and negotiating points; research same; intra-office conferences regarding board approval for transaction documents.	Brad Gersich	0.90	427.50
06/01/06	Review additional diligence materials (.5). Revise due diligence chart (.6). Draft and revise schedules to Schedule of Exceptions (2.2).	Jenny Kim	3.30	858.00
06/01/06	Telephone conference Attorney Veenstra regarding asset purchase agreement (.3). Conferences regarding due diligence and IP matters (1.2). Review correspondence regarding IP matters (.3). Review and revise board resolutions (.5). Review and revise assignment agreements (.5).	Vicky Lee	2.80	1,386.00
06/02/06	Conference with C. Branson and Mobile Aria personnel re: export compliance matters and related representations and warranty; review background materials re: same.	Lynn M. Van Buren	1.10	511.50
06/02/06	Attention to schedule preparation (5.0). Attend MobileAria Board of directors meeting (2.0). Negotiate transaction with Wireless Matrix (2.0). Draft ancillary agreements (6.5). Multiple telephone conferences with working group regarding open issues (1.5).	Christie L. Branson	17.00	6,885.00
06/02/06	Attend to diligence materials (2.4). Review and revise due diligence chart and schedule of	Jenny Kim	4.20	1,092.00

J. Koshland
Page: 4

MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	exceptions (1.8).			
06/02/06	Review asset purchase agreement and ancillary agreements. Review correspondence regarding same.	Vicky Lee	1.00	495.00
06/02/06	Review provisions of asset sale agreement. Prepare assignment of lease.	Rachel Rosati Warner	0.90	360.00
06/03/06	Attention to status update on MobileAria transaction.	Christie L. Branson	0.20	81.00
06/04/06	Prepare assignment and assumption agreement for asset purchase. Exchange correspondence with Skadden and other working group members regarding same.	Christie L. Branson	0.80	324.00
06/05/06	Prepare definitive agreement (6.0). Multiple telephone conferences with working group regarding agreement (1.6). Analyze comments received from Wireless Matrix regarding agreement terms (2.4).	Christie L. Branson	10.00	4,050.00
06/05/06	Attend to schedule of exceptions (1.5). Review additional due diligence materials (1.5). Intraoffice conference regarding schedule of exceptions (1.0). Draft emails to client and former patent counsel regarding MobileAria patents (2.0).	Jenny Kim	6.00	1,560.00
06/05/06	Review sale of assets agreements (1.0). Intra-office conferences regarding same (1.0).	Jim Koshland	2.00	1,370.00
06/05/06	Conference regarding disclosure schedule and related intellectual property matters. Review patent assignment. Conference regarding same.	Vicky Lee	0.30	148.50
06/05/06	Review and revise charges for bankruptcy guideline compliance.	Amy Wallace Potter	1.50	712.50
06/06/06	Conference with C. Branson re: export requirements (.6); telephone conferences with CW Chung re: same (.6); review correspondence re: same (1.0).	Lynn M. Van Buren	2.20	1,023.00
06/06/06	Negotiate definitive asset purchase agreement with Wireless Matrix (4.0). Multiple telephone conferences with working group regarding same (2.0). Prepare multiple correspondence to working group regarding same (2.0). Prepare	Christie L. Branson	19.00	7,695.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	definitive agreements (9.5). Telephone conferences with buyer and buyer's counsel regarding due diligence matters (1.5).			
06/06/06	Attend to due diligence materials. Intraoffice conference calls regarding licenses in certain agreements.	Jenny Kim	0.80	208.00
06/07/06	Conference with C. Branson and Delphi re: export controls (.8); conference with CW Chung re: same (.8).	Lynn M. Van Buren	1.60	744.00
06/07/06	Prepare correspondence to working group regarding open due diligence matters (3.3). E-mail correspondence to Wireless Matrix regarding asset purchase agreement (.7).	Christie L. Branson	4.00	1,620.00
06/07/06	Attend to due diligence matters regarding open source licenses.	Jenny Kim	1.10	286.00
06/08/06	Telephone conference with M. Marinelli re: export controls (.4); conferences with C. Branson re: same (.4); review contract re: same (.8); review regulations to classify production/development technology (1.0); conferences with CW Chung re: same (.3).	Lynn M. Van Buren	2.90	1,348.50
06/08/06	Attend to export compliance matters (1.2). Participate in update call (1.0). Prepare schedules and ancillary agreements (2.0). E-mail correspondence to working group regarding same (.8).	Christie L. Branson	5.00	2,025.00
06/08/06	Work on employment application.	Amy Wallace Potter	1.60	760.00
06/09/06	Conference with CW Chung re: export control classification (.9); conference with C. Branson re: same (.8); conference with Delphi re: same (.5); telephone call to M. Marinelli re: same (.5).	Lynn M. Van Buren	2.70	1,255.50
06/09/06	Telephone conferences with Mr. Lind regarding asset sale (1.2). Telephone conferences with Ms. Fukuda regarding export matters (1.3).	Christie L. Branson	2.50	1,012.50
06/09/06	Conferences regarding export control matters.	Vicky Lee	0.80	396.00
06/12/06	Conference with M. Marinelli re: export control compliance and classification; follow-up with C. Branson re: same.	Lynn M. Van Buren	0.90	418.50

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
06/12/06	Telephone conference with Ms. Pogue (.4). Prepare minutes of past Board meetings (.8). Respond to various correspondence from working group (.3).	Christie L. Branson	1.50	607.50
06/12/06	Intra-office conferences regarding sale documents. Review same.	Jim Koshland	1.00	685.00
06/13/06	Participate in conference call regarding logistics (1.7). Prepare and analyze e-mail correspondence regarding transaction (.8).	Christie L. Branson	2.50	1,012.50
06/14/06	Review and respond to telephone conferences and e-mail correspondence regarding intellectual property license and escrow agreement matters.	Christie L. Branson	1.00	405.00
06/14/06	Work on employment application.	Amy Wallace Potter	1.20	570.00
06/15/06	Attend to e-mail correspondence and telephone conferences regarding supplier and other matters.	Christie L. Branson	1.00	405.00
06/16/06	Draft and transmit correspondence to working group regarding status of items.	Christie L. Branson	0.60	243.00
06/16/06	Work on employment application.	Amy Wallace Potter	2.00	950.00
06/19/06	Analyze qualified bidder materials, disclosure schedules and other matters (.8). Telephone conferences with Attorneys Reese and Herriott of Skadden regarding progress (.5). Telephone conferences with Pagemill Partners regarding qualified bidders (.7).	Christie L. Branson	2.00	810.00
06/19/06	Review competitive bid. Conference regarding same.	Vicky Lee	0.20	99.00
06/20/06	Draft ENC Review request.	Lynn M. Van Buren	0.80	372.00
06/20/06	Attend to resolving open schedules with Wireless Matrix (2.1). Telephone conference with Wireless Matrix regarding same (.4). Telephone conferences with Mr. Olsen regarding open matters (.4).	Christie L. Branson	2.90	1,174.50
06/20/06	Continue to work on disclosures for employment application.	Amy Wallace Potter	2.20	1,045.00
06/21/06	Review and respond to inquiries from working	Christie L. Branson	5.00	2,025.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	group regarding auction matters (1.0). Prepare amendment to asset purchase agreement (3.0). Exchange correspondence with working group regarding Board meetings (1.0).			
06/21/06	Attend to diligence regarding NDAs.	Jenny Kim	0.20	52.00
06/21/06	Employment application disclosures.	Amy Wallace Potter	0.80	380.00
06/22/06	Telephone conference with working group regarding supplier matters (2.0). Analyze supplier correspondence (1.0). Intra-office conferences regarding same (3.0). Prepare notice of sale hearing (3.5). Telephone conferences with Skadden counsel regarding same (1.0).	Christie L. Branson	10.50	4,252.50
06/22/06	Attend to bankruptcy notice mailings to vendors, lien holders, and parties to post petition contracts.	Jenny Kim	3.00	780.00
06/22/06	Conference regarding supplier dispute. Review correspondence regarding same.	Vicky Lee	0.20	99.00
06/22/06	Intra-office conference regarding supplier Agreement and follow-up.	Michael C. Standlee	0.50	247.50
06/22/06	Due diligence; compare contract lists.	Julia Weinert	0.90	166.50
06/23/06	Prepare supplier letter (4.5). Multiple telephone conferences with working group regarding same (2.0). Telephone conference with Mr. Reese regarding open matters related to notice (2.0).	Christie L. Branson	8.50	3,442.50
06/23/06	Conference regarding demand letter.	Vicky Lee	0.20	99.00
06/23/06	Analyze supplier documents. Intra-office conference regarding same and follow-up.	Michael C. Standlee	0.80	396.00
06/23/06	Continue to work on disclosures for employment application.	Amy Wallace Potter	0.70	332.50
06/23/06	Intra-office conference regarding response to demand letter and settlement privilege.	Richard I. Yankwich	0.30	177.00
06/26/06	Telephone conferences regarding due diligence (2.4). Prepare responses to due diligence requests regarding same (8.1).	Christie L. Branson	10.50	4,252.50
06/26/06	Prepare option report. Intra-office conference	Kathryn L. Clamar	0.10	24.50

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	regarding same.			
06/26/06	Intraoffice conference regarding patent follow-up questions from bidder. Draft and send e-mail to Thelen Reid, former patent counsel to client regarding patent questions.	Jenny Kim	0.30	78.00
06/27/06	Participate in conference call with MobileAria team regarding supplier matters (1.2). Prepare supplier letter (2.2). Exchange telephone conferences with working group regarding same (1.5). Intra-office conferences regarding same (.6). Respond to multiple requests from bidder principals and counsel regarding due diligence and other matters (2.0). Exchange correspondence with bidder principals and counsel regarding same (1.5).	Christie L. Branson	9.00	3,645.00
06/27/06	Work on disclosures for employment application.	Amy Wallace Potter	1.40	665.00
06/28/06	Finalize cure amounts and other matters related to bankruptcy notices (6.9). Multiple telephone conferences with Skadden, Arps and Mr. Conlisk (1.6). E-mail correspondence to working group regarding open matters (2.4).	Christie L. Branson	10.00	4,050.00
06/28/06	Work on employment application.	Amy Wallace Potter	1.30	617.50
06/29/06	Draft ECCN Review request.	Lynn M. Van Buren	0.80	372.00
06/29/06	Attend to analysis of post-petition contract cure amounts and conferences with Skadden, Arps regarding same.	Christie L. Branson	10.80	4,374.00
06/29/06	Intra-office conferences regarding competing bids and other issues.	Jim Koshland	0.40	274.00
06/29/06	Conference regarding settlement of dispute with supplier and other miscellaneous transaction matters.	Vicky Lee	0.30	148.50
06/30/06	Telephone conference with CW Chong re export requirements.	Lynn M. Van Buren	0.10	46.50
06/30/06	Prepare for and participate in Board meeting (2.0). Telephone conferences with each of Messrs. Conlisk, Lind, Olsen and Ms. Pogue regarding open matters (1.0). Analyze supplier	Christie L. Branson	3.50	1,417.50

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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	matters (.5).			
	Total Fees		211.10	\$85,921.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jim Koshland	Partner	3.40	685.00	2,329.00
Richard I. Yankwich	Partner	0.30	590.00	177.00
Vicky Lee	Partner	5.80	495.00	2,871.00
Michael C. Standlee	Partner	1.30	495.00	643.50
Brad Gersich	Partner	0.90	475.00	427.50
Lynn M. Van Buren	Of Counsel	13.10	465.00	6,091.50
Amy Wallace Potter	Associate	12.70	475.00	6,032.50
Christie L. Branson	Associate	152.80	405.00	61,884.00
Rachel Rosati Warner	Associate	0.90	400.00	360.00
Jenny Kim	Associate	18.90	260.00	4,914.00
Kathryn L. Clamar	Paralegal	0.10	245.00	24.50
Julia Weinert	Summer Assoc	0.90	185.00	166.50
Totals		211.10		85,921.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915633

Disbursements:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Duplicating	305.55
06/01/06	Title Services - VENDOR: TK ASSOCIATES, INC. -CONDUCTED TITLE SEARCH FOR 5 DOCUMENTS	187.00
06/06/06	Mileage Allowance/Parking - VENDOR: JENNY KIM WORKING LUNCH FOR CHRISTIE BRANSON AND JENNY KIM WHILE TRAVELING TO CLIENT, MILEAGE FOR JENNY KIM FROM HOME TO EPA OFFICE	29.54
06/06/06	Meals - VENDOR: JENNY KIM WORKING LUNCH FOR CHRISTIE BRANSON AND JENNY KIM WHILE TRAVELING TO CLIENT, MILEAGE FOR JENNY KIM FROM HOME TO MOBILEARIA	17.26
06/25/06	UCC Searches and Filings - VENDOR: CHARLES BACLET AND ASSOCIATES, INC. UCC SEARCH/SECRETARY OF STATE/STATE OF CALIFORNIA MOBILEARIA, INC.	357.58
06/25/06	Process Server - VENDOR: CHARLES BACLET AND ASSOCIATES, INC. SERVICE FEE VERBAL BRING DOWN LETTER FOR MOBILEARIA, INC.	104.00
06/25/06	Document Retrieval - VENDOR: CHARLES BACLET AND ASSOCIATES, INC. SERVICE DOCUMENT RETRIEVAL/STATE OF CALIFORNIA CERTIFICATE OF GOOD STANDING FOR MOBILEARIA, INC.	275.00
06/30/06	Delivery Services - VENDOR: CAREFUL COURIER SERVICE FROM: MOBILEAREA-MOUNTAIN VIEW-6/6/06	37.77
06/30/06	Delivery Services - VENDOR: CAREFUL COURIER SERVICE TO: MOBILE ARIA-MOUNTAIN VIEW-5/26/06	21.55
06/30/06	Delivery Services - VENDOR: CAREFUL COURIER SERVICE FROM: MOBILE AREA-MOUNTAIN VIEW-5/24/06	26.21
06/30/06	Delivery Services - VENDOR: CAREFUL COURIER SERVICE FROM: MOBILEARIA-MOUNTAIN VIEW-5/22/06	37.77
Total Disbursements		<u>\$1,399.23</u>

Total Current Charges

\$ 87,320.23

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001002

Invoice # 1915633

Matter: Post Bankruptcy Employment

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
06/01/06	Intra-office conference regarding transaction.	Mary A. Lavigne-Butler	0.20	95.00
06/26/06	Intra-office conference regarding employment issue.	Mary A. Lavigne-Butler	0.20	95.00
Total Fees			0.40	\$190.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary A. Lavigne-Butler	Partner	0.40	475.00	190.00
Totals		0.40		190.00

Total Current Charges \$ 190.00

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MobileAria, Inc.

November 29, 2006

Matter # 351165-001003

Invoice # 1915633

Matter: Post Bankruptcy IP

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
06/01/06	Intra-office conference with Attorney Lee regarding analysis of anti-assignment clauses (.3). Review and provide comments to disclosure schedule (1.4).	Michelle Moskalik	1.70	578.00
06/02/06	Review and revise VTCU license agreement. Conference regarding export issues.	Vicky Lee	0.50	247.50
06/06/06	Intra-office correspondence regarding open source licenses.	Chiara Juliana Portner	0.20	68.00
06/08/06	Conference regarding export issues and other miscellaneous intellectual property and due diligence matters.	Vicky Lee	0.30	148.50
06/15/06	Review correspondence related to dispute with supplier.	Vicky Lee	0.30	148.50
06/16/06	Intra-office conference regarding statement of use deadline.	Heather Angelina Dunn	0.10	42.50
06/19/06	Telephone conference Mr. Wainwright regarding referral/agency agreement. Conference regarding same.	Vicky Lee	0.40	198.00
06/19/06	Telephone conferences with Mr. Wainwright regarding proposed referral agreement. Conferences regarding same.	Vicky Lee	0.50	247.50
06/26/06	Review supplier and Verizon agreements. Telephone conference Mr. Kirmbacher regarding same.	Vicky Lee	0.50	247.50
06/27/06	Telephone conference regarding response to supplier allegations (.6). Review and revise letter to supplier (1.2). Conferences regarding same (.4).	Vicky Lee	2.20	1,089.00
06/27/06	Prepare evaluation agreement.	Chiara Juliana Portner	0.30	102.00
Total Fees			7.00	\$3,117.00

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MobileAria, Inc.

November 29, 2006

Matter # 351165-001003

Invoice # 1915633

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Vicky Lee	Partner	4.70	495.00	2,326.50
Heather Angelina Dunn	Associate	0.10	425.00	42.50
Chiara Juliana Portner	Associate	0.50	340.00	170.00
Michelle Moskalik	Associate	1.70	340.00	578.00
	Totals	7.00		3,117.00

Total Current Charges

\$ 3,117.00

MobileAria, Inc.

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Client # 35116501

Invoice # 1915633

November 29, 2006

Timekeeper Summary - All Matters

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jim Koshland	Partner	3.40	685.00	2,329.00
Richard I. Yankwich	Partner	0.30	590.00	177.00
Vicky Lee	Partner	10.50	495.00	5,197.50
Michael C. Standlee	Partner	1.30	495.00	643.50
Brad Gersich	Partner	0.90	475.00	427.50
Mary A. Lavigne-Butler	Partner	0.40	475.00	190.00
Lynn M. Van Buren	Of Counsel	13.10	465.00	6,091.50
Amy Wallace Potter	Associate	12.70	475.00	6,032.50
Heather Angelina Dunn	Associate	0.10	425.00	42.50
Christie L. Branson	Associate	152.80	405.00	61,884.00
Rachel Rosati Warner	Associate	0.90	400.00	360.00
Chiara Juliana Portner	Associate	0.50	340.00	170.00
Michelle Moskalik	Associate	1.70	340.00	578.00
Jenny Kim	Associate	18.90	260.00	4,914.00
Kathryn L. Clamar	Paralegal	0.10	245.00	24.50
Julia Weinert	Summer Assoc	0.90	185.00	166.50
Totals		218.50		89,228.00

MobileAria, Inc.

Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915633

J. Koshland

November 29, 2006

REMITTANCE ADVICE

Current Fees	\$ 89,228.00
Current Disbursements	\$ <u>1,399.23</u>
Current Fees and Disbursements	\$ 90,627.23
Total This Invoice	\$ <u><u>90,627.23</u></u>

Outstanding Invoice Summary

Prior Outstanding Balance	\$ <u>69,709.45</u>
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Total Account Balance	\$ <u><u>160,336.68</u></u>
-----------------------	-----------------------------

***INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE***

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Baltimore, Maryland 21264-4029

or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

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invoice number you are paying on the wire*

Law Firm Tax Identification Number: 52-0616490

DLA Piper US LLP
2000 University Avenue
East Palo Alto, CA 94303-2248
T 650-833-2000
F 650-833-2001
W www.dlapiper.com

PRIVILEGED AND CONFIDENTIAL

MobileAria, Inc.
Attn: Accounting
800 West El Camino Real, Suite 240
Mountain View, CA 94040 USA

November 29, 2006

J. Koshland
Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915641

For Professional Services Through July 31, 2006:

Client: MobileAria, Inc.

Current Fees	\$ 108,549.50
Current Disbursements	\$ <u>3,401.30</u>
Current Fees and Disbursements	\$ <u>111,950.80</u>
 Prior Outstanding Balance	 \$ 160,336.68
Total Account Balance	\$ <u>272,287.48</u>

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

Or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
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DLA Piper US LLP Operating Account
Account #: 074-8148-5
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Law Firm Tax Identification Number: 52-0616490

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MobileAria, Inc.
Invoice # 1915641

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November 29, 2006

<u>Matter #</u>	<u>Matter Name</u>	<u>Current Fees</u>	<u>Current Disb.</u>	<u>Total</u>
001001	Post Bankruptcy General Corporate	100,665.00	3,401.30	104,066.30
001002	Post Bankruptcy Employment	7,411.50	0.00	7,411.50
001003	Post Bankruptcy IP	473.00	0.00	473.00
Total Current Charges		\$108,549.50	\$3,401.30	\$111,950.80

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

Matter: Post Bankruptcy General Corporate

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
07/03/06	Prepare Board minutes from June 30, 2006 Board meetings (1.0). Prepare for auction (1.0).	Christie L. Branson	2.00	810.00
07/05/06	Travel to New York for MobileAria auction (6.0). Conferences with Attorney Herriott regarding open matters (1.5). Telephone conferences with Mr. Olsen and Ms. Agasse regarding open matters (1.5).	Christie L. Branson	9.00	3,645.00
07/05/06	Work on disclosures for employment application.	Amy Wallace Potter	0.80	380.00
07/06/06	Participate in MobileAria auction (10.0). Prepare question and answer/holding statements for MobileAria employees (7.3).	Christie L. Branson	17.30	7,006.50
07/06/06	Intra-office conferences regarding sale of assets agreement. Review same.	Jim Koshland	0.60	411.00
07/06/06	Review supplier agreement. Conferences regarding same.	Vicky Lee	0.50	247.50
07/07/06	Prepare talking points for employee call with working group (4.2). Participate in conference call with employees in connection with @Road bid (1.2). Travel from New York to San Francisco (6.0). Conferences with counsel to @Road regarding notices of assumption (.6).	Christie L. Branson	12.00	4,860.00
07/07/06	Conference regarding settlement agreement (.5). Review materials for board meeting (.5). Telephone conference regarding status of transaction and preclosing matters (.5).	Vicky Lee	1.50	742.50
07/08/06	Prepare supplier agreement and amendment to supplier agreement (3.5). Telephone conference with Mr. Absmeier (.5). Attention to revision of disclosure schedules and agreement with supplier (2.0). Intra-office conferences regarding same (.5).	Christie L. Branson	6.50	2,632.50
07/09/06	Review documents (.7). Review and revise	Vicky Lee	1.50	742.50

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	supplier agreement and amendment to manufacturing agreement (.5). Conference regarding same (.3).			
07/10/06	Attention to preparation of asset purchase agreement (6.0). Telephone conferences with Messrs. Wainwright and Crumbacher regarding customer agreements (1.2). Telephone conferences with @Road counsel and Skadden regarding agreement revisions (2.2). Telephone conferences with Mr. C. W. Chung regarding software matters (.6).	Christie L. Branson	10.00	4,050.00
07/10/06	Review BP contract for disclosure schedule.	Jenny Kim	0.50	130.00
07/10/06	Conference regarding supplier agreement.	Vicky Lee	0.20	99.00
07/10/06	Review and supplier settlement agreement and amendment (1.0). Intra-office conference regarding same (.5).	Richard I. Yankwich	1.50	885.00
07/11/06	Respond to inquiries regarding supplier (1.0). Review and revise supplier agreement (3.8). Attend to notice of rejection and other matters (1.2).	Christie L. Branson	6.00	2,430.00
07/11/06	Prepare board resolutions (.3). Prepare excluded contracts chart for Skadden Arps (.5). Review purchase agreement for required closing documents (.3).	Jenny Kim	1.10	286.00
07/11/06	Work on disclosures for employment application.	Amy Wallace Potter	2.30	1,092.50
07/11/06	Review correspondence from Delphi counsel. Review and revise supplier agreement and release. Intra-office conference regarding same.	Richard I. Yankwich	1.00	590.00
07/12/06	Attend to contract rejection, Verizon and other open matters related to supplier (2.5). Telephone conferences and correspondence with Attorney Reese and supplier regarding open matters (.9). Multiple telephone conferences with counsel from Heller Ehrman (1.6).	Christie L. Branson	5.00	2,025.00
07/12/06	Revise chart excluded contracts chart. Draft secretary's certificate.	Jenny Kim	0.90	234.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
07/12/06	Review documents.	Vicky Lee	0.50	247.50
07/12/06	Review agreements sent to supplier.	Richard I. Yankwich	0.30	177.00
07/13/06	Telephone conferences with Ms. Agasse regarding supplier agreement (.8). Telephone conferences with Attorney Shulman regarding supplier (.8). Telephone conferences with Attorney Reese regarding status conference (.6). Telephone conference with Mr. Schumacher regarding status (.5). Prepare amendment to agreement (3.5). Transmit electronic correspondence to working group regarding open matters (.3).	Christie L. Branson	6.50	2,632.50
07/13/06	Draft chart of excluded contracts for Skadden Arps.	Jenny Kim	0.30	78.00
07/13/06	Prepare disclosures for employment application.	Amy Wallace Potter	1.30	617.50
07/14/06	Telephone conferences with Board members and Mr. Schumacher (1.8). Prepare resolutions for Board approval (1.2). Coordinate amendment to asset agreement (1.5). Prepare supplier agreement (3.3). Telephone conferences with Attorney Reese regarding customers and sale hearing (1.7).	Christie L. Branson	9.50	3,847.50
07/14/06	Conferences regarding status of transaction (3). Telephone conference with MobileAria and Delphi representatives regarding outstanding issues and status of transaction (1.0).	Vicky Lee	1.30	643.50
07/14/06	Attend to supplier agreement.	Richard I. Yankwich	0.20	118.00
07/15/06	Review redline of changes to supplier agreement.	Richard I. Yankwich	0.20	118.00
07/17/06	Travel to New York from San Francisco for MobileAria hearing (6.0); prepare schedule 2 to sale order (2.0); conference with Messrs. Reese and Neuman regarding hearing (1.5).	Christie L. Branson	9.50	3,847.50
07/17/06	Update excluded contracts chart for Skadden.	Jenny Kim	1.90	494.00
07/17/06	Review supplier agreement and proposed amendment to same. Review correspondence. Telephone conference Ms. Pogue regarding proposed supplier amendment. Conferences	Vicky Lee	0.40	198.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	regarding same.			
07/17/06	Prepare employment application and declaration in support thereof.	Amy Wallace Potter	3.70	1,757.50
07/18/06	Prepare for sale approval hearing (2.0); multiple conferences with Messrs. Reese and Neuman regarding preparation for sale approval hearing (1.6); prepare ancillaries to sale order (1.4); multiple conferences with Ms. Shulman and Mr. Mehok regarding same (2.0); prepare escrow agreement for @Road (4.5); finalize other matters for @Road (1.5); prepare for hearing with new buyer, Wireless Matrix (2.0).	Christie L. Branson	15.00	6,075.00
07/18/06	Conferences regarding status of sale transaction, settlement agreement and other miscellaneous issues.	Vicky Lee	0.40	198.00
07/19/06	Attend sale approval hearing (8.0); prepare documentation to account for new buyer, Wireless Matrix (4.0); multiple conferences with working group and Wireless Matrix regarding documentation (1.5); multiple conferences with @Road regarding termination of agreement (1.5).	Christie L. Branson	15.00	6,075.00
07/19/06	Review revised purchase agreement with Wireless Matrix. Update excluded contracts chart.	Jenny Kim	0.50	130.00
07/19/06	Prepare declaration setting forth disclosures of client connections.	Amy Wallace Potter	4.50	2,137.50
07/20/06	Attend MobileAria Board of directors meeting (2.0); prepare and finalize documentation for Wireless Matrix purchase (5.4); multiple conferences with working group regarding same (1.6).	Christie L. Branson	9.00	3,645.00
07/20/06	Attend to signatures for transaction documents. Calls and email to Dick Lind regarding same. Revise final draft of excluded contracts chart.	Jenny Kim	1.10	286.00
07/21/06	Travel to San Francisco from New York (6.0); conferences with and electronic correspondence to working group regarding transaction (1.3); conference with Ms. Shulman and Mr. Reese	Christie L. Branson	8.50	3,442.50

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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	regarding transaction (1.2).			
07/21/06	Update closing checklist and timeline.	Jenny Kim	1.00	260.00
07/24/06	Attend to preparation of closing documents, supplier matters and list of rejected contracts (8.3). Telephone conferences with Ms. Pogue and Mr. Conlisk regarding updated documents (1.7).	Christie L. Branson	10.00	4,050.00
07/24/06	Revise secretary's certificate and officer's certificate.	Jenny Kim	0.50	130.00
07/24/06	Conferences regarding closing of asset purchase (.8); review documents related to closing (1.2).	Vicky Lee	2.00	990.00
07/25/06	Prepare documentation for closing with Wireless Matrix (6.7); multiple conferences and correspondence with working group regarding same (2.3).	Christie L. Branson	9.00	3,645.00
07/25/06	Conferences regarding rejection of executory contracts; review schedule of contracts to be rejected.	Vicky Lee	1.50	742.50
07/26/06	Assist with closing matters (2.0); prepare ancillaries for closing (4.0); prepare for Board meeting (1.5); correspondence with working group regarding open matters (1.5); telephone conferences with working group regarding open transaction matters (1.5).	Christie L. Branson	10.50	4,252.50
07/26/06	Prepare list of stockholders with addresses. Intra-office conference regarding same.	Kathryn L. Clamar	0.30	73.50
07/26/06	Conference regarding rejection of executory contracts, issues surrounding transfer of inventory, agreement with supplier and other employment matters related to closing (1.8); review documents in preparation for board meeting (.7); conference regarding assumption and assignment of license agreement (.4); telephone conferences with Delphi representatives and bankruptcy counsel regarding same (.4); review documents regarding additional escrow and list of rejected contracts (.7).	Vicky Lee	4.00	1,980.00
07/27/06	Attend Board meeting for MobileAria (2.0);	Christie L. Branson	10.00	4,050.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	attend to multiple closing items regarding purchase by Wireless Matrix (5.3); multiple correspondence and conferences with working group regarding same (2.7).			
07/27/06	Telephone conferences regarding assumption and assignment of Sierra Wireless agreement. Conference regarding same.	Vicky Lee	1.50	742.50
07/27/06	Review and revise transition memo (.5); review and revise board resolutions (.6); conference regarding assumption and assignment of DPAC agreement (.5); review Sierra Wireless agreement (.4); prepare for and attend telephonic board meeting (.5).	Vicky Lee	2.50	1,237.50
07/28/06	Attend to supplier and COBRA matters (3.2); intra-office conferences regarding benefits (.5); attend to finalizing closing documents (4.8).	Christie L. Branson	8.50	3,442.50
07/29/06	Attend to closing matters related to supplier; telephone conferences with Delphi executives regarding same.	Christie L. Branson	0.30	121.50
07/30/06	Attention to Delphi side letter; telephone conference with Ms. Pogue regarding same.	Christie L. Branson	0.60	243.00
07/31/06	Attend to closing of MobileAria transaction (2.5); multiple telephone conferences with Wireless Matrix and their counsel and working group (.8); multiple electronic correspondence to team (.7); prepare side letter agreements regarding immigration and supplier matters (4.5).	Christie L. Branson	8.50	3,442.50
07/31/06	Conferences regarding closing of transaction.	Vicky Lee	0.50	247.50
07/31/06	Continue to prepare disclosures for employment application.	Amy Wallace Potter	2.00	950.00
Total Fees			243.00	\$100,665.00

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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jim Koshland	Partner	0.60	685.00	411.00
Richard I. Yankwich	Partner	3.20	590.00	1,888.00
Vicky Lee	Partner	18.30	495.00	9,058.50
Amy Wallace Potter	Associate	14.60	475.00	6,935.00
Christie L. Branson	Associate	198.20	405.00	80,271.00
Jenny Kim	Associate	7.80	260.00	2,028.00
Kathryn L. Clamar	Paralegal	0.30	245.00	73.50
	Totals	243.00		100,665.00

Disbursements:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Duplicating	144.15
07/01/06	Air Fare - VENDOR: CHRISTIE BRANSON -AIRFARE FOR TRIP TO NEW YORK ON 7/17-7/21/06 TO ATTEND US BANKRUPTCY COURT CONFIRMATION OF AUCTION	1,418.59
07/05/06	Hotel - VENDOR: CHRISTIE BRANSON -TRIP TO NEW YORK ON 7/5-7/7/06 FOR TO ATTEND BOARD MTG & AUCTION	526.26
07/05/06	Local Travel - VENDOR: CHRISTIE BRANSON -TRIP TO NEW YORK ON 7/5-7/7/06 FOR TO ATTEND BOARD MTG & AUCTION	119.00
07/05/06	Air Fare - VENDOR: CHRISTIE BRANSON AIRFARE FOR C BRANSON'S TRIP TO NEW YORK JULY 5-7, 2006 FOR MOBILEARIA, INC.-FLIGHT FROM SAN FRANCISCO TO NEW YORK JULY 5, 2006-FLIGHT FROM NEW YORK TO SAN FRANCISCO JULY 7, 2006	1,128.60
07/05/06	Miscellaneous - VENDOR: CHRISTIE BRANSON -TRIP TO NEW YORK ON 7/5-7/7/06 FOR TO ATTEND BOARD MTG & AUCTION	29.90

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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915641

07/05/06	Meals - VENDOR: CHRISTIE BRANSON -TRIP TO NEW YORK ON 7/5-7/7/06 FOR TO ATTEND BOARD MTG & AUCTION	16.25
07/12/06	Delivery Services - VENDOR: CAREFUL COURIER SERVICE TO: MOBILEAREA- MOUNTAIN VIEW-6/20/06	18.55

Total Disbursements **\$3,401.30**

Total Current Charges **\$ 104,066.30**

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001002

Invoice # 1915641

Matter: Post Bankruptcy Employment

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
07/06/06	Intra-office conferences regarding COBRA. Review regulations regarding same.	Mike Frank	0.80	432.00
07/07/06	Intra-office conference regarding COBRA issues and edit write-up regarding same.	Mike Frank	0.40	216.00
07/07/06	Telephone conference with Ms. Branson regarding employment issues in asset purchase. Review and respond to e-mail regarding the same.	Mary A. Lavigne-Butler	0.60	285.00
07/17/06	Analyze applicability of COBRA continuation coverage obligations in the context of proposed transaction (1.3); communications with Michael Frank regarding same (.5).	Ray Tullius	1.80	783.00
07/18/06	Telephone conference with Attorney Branson and Heller Ehrman regarding COBRA.	Mike Frank	0.80	432.00
07/24/06	Intra-office conference regarding COBRA issues.	Mike Frank	0.20	108.00
07/24/06	Attention to issues surrounding termination of 401(k) plan in connection with asset sale (.5). Review 401(k) plan documents (.7).	Jennifer L Ross	1.20	510.00
07/25/06	Draft resolutions terminating 401(k) plan (1.2). Review 401(k) plan documents (1.0).	Jennifer L Ross	2.20	935.00
07/26/06	Intra-office memoranda regarding COBRA issues.	Mike Frank	0.20	108.00
07/26/06	Intra-office conference regarding variety of employment issues regarding wages and final pay.	Mary A. Lavigne-Butler	1.00	475.00
07/26/06	Edit resolutions terminating 401(k) plan (.6). Telephone conference with Ms. Peery of Peery & Associates regarding amendments to 401(k) plan (.6). Intra-office conferences regarding same (.5).	Jennifer L Ross	1.70	722.50
07/27/06	Intra-office conference regarding COBRA.	Mike Frank	0.60	324.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001002
Invoice # 1915641

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
	Meeting with directors regarding the same.			
07/27/06	Draft two separation agreements (1.3). Intra-office conference regarding payment of vacation (.5).	Mary A. Lavigne-Butler	1.80	855.00
07/27/06	Intra-office conference regarding effective date of 401(k) plan termination. Edit resolutions in accordance with same.	Jennifer L Ross	0.40	170.00
07/28/06	Telephone conference with Cooley Godward regarding COBRA. Intra-office conference regarding the same.	Mike Frank	0.60	324.00
07/28/06	Intra-office conference regarding employee termination issues.	Mary A. Lavigne-Butler	0.50	237.50
07/31/06	Intra-office conference regarding COBRA regulations.	Mike Frank	0.30	162.00
07/31/06	Telephone conference with client and Attorney Branson regarding payment of accrued vacation.	Mary A. Lavigne-Butler	0.70	332.50
Total Fees			15.80	\$7,411.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike Frank	Partner	3.90	540.00	2,106.00
Mary A. Lavigne-Butler	Partner	4.60	475.00	2,185.00
Ray Tullius	Associate	1.80	435.00	783.00
Jennifer L Ross	Associate	5.50	425.00	2,337.50
Totals		15.80		7,411.50

Total Current Charges **\$ 7,411.50**

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001003

Invoice # 1915641

Matter: Post Bankruptcy IP

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
07/06/06	Review and revise nondisclosure agreement. Draft correspondence Mr. Wainwright regarding same.	Vicky Lee	0.30	148.50
07/19/06	Correspondence with Mr. Conlisk regarding action deadlines for FLEETOUTLOOK and CONTAINERSECURE trademark applications.	Carol Anne Bashir	0.40	98.00
07/19/06	Outline risks of filing extension of times to file statement of use in FleetOutlook and ContainerSecure marks, and make recommendations regarding approaching trademark deadlines.	Heather Angelina Dunn	0.30	127.50
07/28/06	Conference regarding assumption and assignment of contracts.	Vicky Lee	0.20	99.00
Total Fees			1.20	\$473.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Vicky Lee	Partner	0.50	495.00	247.50
Heather Angelina Dunn	Associate	0.30	425.00	127.50
Carol Anne Bashir	Paralegal	0.40	245.00	98.00
Totals		1.20		473.00

Total Current Charges \$ 473.00

MobileAria, Inc.

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Client # 35116501

Invoice # 1915641

November 29, 2006

Timekeeper Summary - All Matters

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jim Koshland	Partner	0.60	685.00	411.00
Richard I. Yankwich	Partner	3.20	590.00	1,888.00
Mike Frank	Partner	3.90	540.00	2,106.00
Vicky Lee	Partner	18.80	495.00	9,306.00
Mary A. Lavigne-Butler	Partner	4.60	475.00	2,185.00
Amy Wallace Potter	Associate	14.60	475.00	6,935.00
Ray Tullius	Associate	1.80	435.00	783.00
Heather Angelina Dunn	Associate	0.30	425.00	127.50
Jennifer L Ross	Associate	5.50	425.00	2,337.50
Christie L. Branson	Associate	198.20	405.00	80,271.00
Jenny Kim	Associate	7.80	260.00	2,028.00
Carol Anne Bashir	Paralegal	0.40	245.00	98.00
Kathryn L. Clamar	Paralegal	0.30	245.00	73.50
Totals		260.00		108,549.50

MobileAria, Inc.

Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915641

J. Koshland

November 29, 2006

REMITTANCE ADVICE

Current Fees	\$ 108,549.50
Current Disbursements	\$ 3,401.30
Current Fees and Disbursements	\$ 111,950.80
Total This Invoice	\$ 111,950.80

Outstanding Invoice Summary

Prior Outstanding Balance	\$ 160,336.68
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Total Account Balance	\$ 272,287.48
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**INVOICE IS DUE AND PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE**

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT

Law Firm Tax Identification Number: 52-0616490

*To ensure proper credit, please indicate the
invoice number you are paying on the wire*

DLA Piper US LLP
2000 University Avenue
East Palo Alto, CA 94303-2248
T 650-833-2000
F 650-833-2001
W www.dlapiper.com

PRIVILEGED AND CONFIDENTIAL

MobileAria, Inc.
Attn: Accounting
800 West El Camino Real, Suite 240
Mountain View, CA 94040 USA

November 29, 2006

J. Koshland
Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915642

For Professional Services Through August 31, 2006:

*Client: **MobileAria, Inc.***

Current Fees	\$ 18,285.50
Current Disbursements	\$ <u>2,710.14</u>
Current Fees and Disbursements	\$ <u>20,995.64</u>
 Prior Outstanding Balance	 \$ 272,287.48
Total Account Balance	\$ <u>293,283.12</u>

Please send remittance to: DLA Piper US LLP
P.O. Box 64029
Baltimore, Maryland 21264-4029

Or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name:
DLA Piper US LLP Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT
Law Firm Tax Identification Number: 52-0616490

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MobileAria, Inc.
Invoice # 1915642

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November 29, 2006

<u>Matter #</u>	<u>Matter Name</u>	<u>Current Fees</u>	<u>Current Disb.</u>	<u>Total</u>
001001	Post Bankruptcy General Corporate	16,043.00	2,710.14	18,753.14
001002	Post Bankruptcy Employment	1,747.50	0.00	1,747.50
001003	Post Bankruptcy IP	495.00	0.00	495.00
Total Current Charges		\$18,285.50	\$2,710.14	\$20,995.64

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915642

Matter: *Post Bankruptcy General Corporate*

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
08/01/06	Prepare written consent of the Board of directors for corporate officers (1.8); correspondence and conferences with working group regarding closing (1.2).	Christie L. Branson	3.00	1,215.00
08/01/06	Continue to work on disclosures in employment application.	Amy Wallace Potter	1.00	475.00
08/02/06	Attend to post-closing matters.	Christie L. Branson	2.00	810.00
08/02/06	Continue to prepare disclosures for employment application.	Amy Wallace Potter	0.80	380.00
08/03/06	Attend to post-closing matters (.8); prepare minutes (1.0); attend to COBRA and employment matters (.8).	Christie L. Branson	2.60	1,053.00
08/04/06	Coordinate with working group on post-closing assignment matters.	Christie L. Branson	2.50	1,012.50
08/07/06	Participate in conference call with working group regarding COBRA (1.2). Attend to rejected contracts and human resources matters (1.7).	Christie L. Branson	3.00	1,215.00
08/07/06	Continue to prepare disclosures for employment application.	Amy Wallace Potter	2.60	1,235.00
08/08/06	Attend to post-closing matters (1.2); telephone conferences with Mascon personnel regarding assumption of contracts (.7); attend to COBRA matters (1.1).	Christie L. Branson	3.00	1,215.00
08/08/06	Review correspondences regarding employee issues and rejection of executory contracts.	Vicky Lee	0.30	148.50
08/09/06	Draft minutes from past Board meetings (2.0); attend to COBRA matters (.8); attend to assignment matters (1.5); exchange electronic correspondence regarding asset sale (.7).	Christie L. Branson	5.00	2,025.00
08/09/06	Continue to prepare disclosures for employment application.	Amy Wallace Potter	1.60	760.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915642

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
08/10/06	Prepare minutes for past Board meetings; attention to COBRA matters.	Christie L. Branson	1.00	405.00
08/10/06	Continue to prepare employment application and declaration.	Amy Wallace Potter	2.20	1,045.00
08/11/06	Coordinate post-closing matters relating to COBRA; telephone conferences with Ms. Calderon and Wireless Matrix regarding same; telephone conference with Ms. Pogue regarding open matters and human resources matters.	Christie L. Branson	1.00	405.00
08/16/06	Attend to post-closing matters.	Christie L. Branson	0.20	81.00
08/17/06	Research Delaware law on notice of stockholder consent; attend to post-closing matters.	Christie L. Branson	0.40	162.00
08/20/06	Draft notice to stockholders.	Jenny Kim	1.00	260.00
08/21/06	Prepare 228(e) notice to stockholders; draft and transmit correspondence to working group regarding same.	Christie L. Branson	0.80	324.00
08/22/06	Prepare closing documents (.9); telephone conference with Ms. Pogue regarding open post-closing matters (.6); coordinate mailing to stockholders (1.0).	Christie L. Branson	2.50	1,012.50
08/23/06	Communications with Debtor's counsel regarding additions to employment application.	Amy Wallace Potter	0.50	237.50
08/24/06	Telephone conference with Ms. Pogue regarding assignment and assumption matters.	Christie L. Branson	0.30	121.50
08/25/06	Render advice regarding 401(k) plan termination matters.	Christie L. Branson	0.30	121.50
08/28/06	Telephone conference with DPAC regarding cure; exchange correspondence with working group regarding same.	Christie L. Branson	0.40	162.00
08/29/06	Telephone conference with Ms. Fukuda regarding supplier matters; exchange correspondence with Wireless Matrix regarding escrow matters; exchange correspondence with Delphi principals regarding escrow.	Christie L. Branson	0.40	162.00
Total Fees			38.40	\$16,043.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915642

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Vicky Lee	Partner	0.30	495.00	148.50
Amy Wallace Potter	Associate	8.70	475.00	4,132.50
Christie L. Branson	Associate	28.40	405.00	11,502.00
Jenny Kim	Associate	1.00	260.00	260.00
	Totals	38.40		16,043.00

Disbursements:

08/01/06	Meals - VENDOR: CHRISTIE BRANSON -MISC MEALS RE:TRIP TO NEW YORK ON 7/5-7/7/06 FOR CLIENT BOARD MTGS & AUCTION	16.00
08/08/06	Local Travel - VENDOR: COMMUNICAR, INC. C BRANSON 07/07/06 1251 6TH TO NEWARK AIRPORT	74.97
08/15/06	Hotel - VENDOR: CHRISTIE BRANSON TRAVEL TO NEW YORK, NY TO ATTEND US BANKRUPTCY COURT HEARING AND CONFIRMATION OF AUCTION, PLUS STOPOVER DURING THUNDERSTORM - 7/17/06	1,988.57
08/15/06	Mileage Allowance/Parking - VENDOR: CHRISTIE BRANSON TRAVEL TO NEW YORK, NY TO ATTEND US BANKRUPTCY COURT HEARING AND CONFIRMATION OF AUCTION, PLUS STOPOVER DURING THUNDERSTORM - 7/17/06	17.50
08/15/06	Facsimile - VENDOR: CHRISTIE BRANSON TRAVEL TO NEW YORK, NY TO ATTEND US BANKRUPTCY COURT HEARING AND CONFIRMATION OF AUCTION, PLUS STOPOVER DURING THUNDERSTORM - 7/17/06	12.95
08/15/06	Meals - VENDOR: CHRISTIE BRANSON TRAVEL TO NEW YORK, NY TO ATTEND US BANKRUPTCY COURT HEARING AND CONFIRMATION OF AUCTION, PLUS STOPOVER DURING THUNDERSTORM - 7/17/06	221.15
08/15/06	Air Fare - VENDOR: CHRISTIE BRANSON TRAVEL TO NEW YORK, NY TO ATTEND US BANKRUPTCY COURT HEARING AND CONFIRMATION OF AUCTION, PLUS STOPOVER DURING THUNDERSTORM - 7/17/06	50.00

J. Koshland
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MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915642

08/15/06	Hotel - VENDOR: CHRISTIE BRANSON TRAVEL TO NEW YORK, NY TO ATTEND US BANKRUPTCY COURT HEARING AND CONFIRMATION OF AUCTION, PLUS STOPOVER DURING THUNDERSTORM - 7/17/06	7.00
08/15/06	Local Travel - VENDOR: CHRISTIE BRANSON TRAVEL TO NEW YORK, NY TO ATTEND US BANKRUPTCY COURT HEARING AND CONFIRMATION OF AUCTION, PLUS STOPOVER DURING THUNDERSTORM - 7/17/06	291.00
08/23/06	Meals - VENDOR: AMERICAN EXPRESS AMERICAN EXPRESS-SARA GROSSMAN- BREAKFAS	31.00

Total Disbursements

\$2,710.14

Total Current Charges

\$ 18,753.14

J. Koshland
Page: 7

MobileAria, Inc.

November 29, 2006

Matter # 351165-001002

Invoice # 1915642

Matter: Post Bankruptcy Employment

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
08/02/06	Intra-office conference with Attorney Branson regarding employee issues.	Mary A. Lavigne-Butler	0.30	142.50
08/02/06	Intra-office conferences regarding COBRA questions.	Jennifer L Ross	0.40	170.00
08/04/06	Intra-office conference regarding employment issue.	Mary A. Lavigne-Butler	0.50	237.50
08/07/06	Intra-office conference regarding employment issues; telephone conference with Mr. Jobe regarding electronic correspondence from employee who refused employment offer.	Mary A. Lavigne-Butler	0.60	285.00
08/07/06	Attention to issues regarding termination of 401(k) plan (.4); attend conference call on COBRA issues (.4); telephone conference with Ms. Peery regarding 401(k) plan (.4).	Jennifer L Ross	1.20	510.00
08/08/06	Intra-office conference regarding employment issues.	Mary A. Lavigne-Butler	0.40	190.00
08/25/06	Intra-office conferences regarding cancellation of ERISA insurance policy and policies for distribution of funds in terminated 401(k) plan.	Jennifer L Ross	0.50	212.50
Total Fees			3.90	\$1,747.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary A. Lavigne-Butler	Partner	1.80	475.00	855.00
Jennifer L Ross	Associate	2.10	425.00	892.50
Totals		3.90		1,747.50

J. Koshland
Page: 8

MobileAria, Inc.

November 29, 2006

Matter # 351165-001002

Invoice # 1915642

Total Current Charges

\$ 1,747.50

J. Koshland
Page: 9

MobileAria, Inc.

November 29, 2006

Matter # 351165-001003

Invoice # 1915642

Matter: Post Bankruptcy IP

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
08/04/06	Conferences regarding rejection of executory contracts; review correspondences from acquiror's counsel regarding same; review contractor agreement.	Vicky Lee	1.00	495.00
Total Fees			1.00	\$495.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Vicky Lee	Partner	1.00	495.00	495.00
Totals		1.00		495.00

Total Current Charges \$ 495.00

MobileAria, Inc.

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Client # 35116501

Invoice # 1915642

November 29, 2006

Timekeeper Summary - All Matters

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Vicky Lee	Partner	1.30	495.00	643.50
Mary A. Lavigne-Butler	Partner	1.80	475.00	855.00
Amy Wallace Potter	Associate	8.70	475.00	4,132.50
Jennifer L Ross	Associate	2.10	425.00	892.50
Christie L. Branson	Associate	28.40	405.00	11,502.00
Jenny Kim	Associate	1.00	260.00	260.00
	Totals	43.30		18,285.50

MobileAria, Inc.

Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915642

J. Koshland

November 29, 2006

REMITTANCE ADVICE

Current Fees	\$ 18,285.50
Current Disbursements	\$ 2,710.14
Current Fees and Disbursements	\$ 20,995.64
Total This Invoice	\$ 20,995.64

Outstanding Invoice Summary

Prior Outstanding Balance	\$ 272,287.48
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Total Account Balance	\$ 293,283.12
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F 650-833-2001
W www.dlapiper.com

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MobileAria, Inc.
Attn: Accounting
800 West El Camino Real, Suite 240
Mountain View, CA 94040 USA

November 29, 2006

J. Koshland
Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915644

For Professional Services Through September 30, 2006:

Client: MobileAria, Inc.

Current Fees	\$ 1,973.50
Current Disbursements	\$ <u>177.64</u>
Current Fees and Disbursements	\$ <u>2,151.14</u>
 Prior Outstanding Balance	 \$ 293,283.12
Total Account Balance	\$ <u>295,434.26</u>

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MobileAria, Inc.
Invoice # 1915644

Page: 2
November 29, 2006

<u>Matter #</u>	<u>Matter Name</u>	<u>Current Fees</u>	<u>Current Disb.</u>	<u>Total</u>
001001	Post Bankruptcy General Corporate	1,973.50	177.64	2,151.14
Total Current Charges		\$1,973.50	\$177.64	\$2,151.14

J. Koshland
Page: 3

November 29, 2006

MobileAria, Inc.

Matter # 351165-001001
Invoice # 1915644

Matter: Post Bankruptcy General Corporate

Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>
09/13/06	Prepare closing documents pursuant to requests from Wireless Matrix.	Christie L. Branson	0.80	324.00
09/14/06	Telephone conference with Mr. Studen of Wireless Matrix regarding Iron Mountain agreement; exchange correspondence with Mr. Studen regarding same.	Christie L. Branson	0.40	162.00
09/18/06	Correspondence with Mr. Reese regarding Verizon matters.	Christie L. Branson	0.20	81.00
09/21/06	Prepare closing volume; analysis of minutes; respond to request from 401(K) administrator.	Christie L. Branson	1.00	405.00
09/22/06	Correspondence to working group on open matters.	Christie L. Branson	0.30	121.50
09/25/06	Prepare correspondence to working group regarding closing. Prepare fee application.	Christie L. Branson	1.00	405.00
09/25/06	Conferences and communications with Debtor's counsel regarding revising employment application and begin revising exhibit.	Amy Wallace Potter	1.00	475.00
Total Fees			4.70	\$1,973.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Wallace Potter	Associate	1.00	475.00	475.00
Christie L. Branson	Associate	3.70	405.00	1,498.50
Totals		4.70		1,973.50

J. Koshland
Page: 4

MobileAria, Inc.

November 29, 2006

Matter # 351165-001001

Invoice # 1915644

Disbursements:

09/26/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: TO: ATTN; MS. JULIA A.//DELPHI ELECTRONICS & SAFETY//2151 E. LINCOLN ROAD//KOKOMO//IN	26.99
09/26/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: TO: ATTN; MS. MARGARET//DELPHI CORP.//5825 DELPHI DR//TROY//MI	1.21
09/26/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: TO: R.CARLSON/M.IZURIETA//WIRELESS MATRIX USA INC//12369B SUNRISE VAALLEY DR//RESTON//VA	36.80
09/26/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: TO: ATTN; MR. RYAN NAFT//COOLEY GODWARD LLP//11951 FREEDOM DR//RESTON//VA	26.99
09/26/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: TO: ATTN; MS. MARGARET//DELPHI CORP.//5825 DELPHI DR//TROY//MI	46.55
09/26/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: TO: ATTN; MR. MILLEDGE//PAGEMILL PARTNERS LLC//2475 HANOVER ST//PALO ALTO//CA	12.11
09/26/06	Delivery Services -VENDOR: UNITED PARCEL SERVICE * FROM: TO: ATTN; MR. RANDALL R//SKADDEN ARPS SLATE MEAGHER//333 WEST WACKER DR//CHICAGO//IL	26.99

Total Disbursements **\$177.64**

Total Current Charges **\$ 2,151.14**

MobileAria, Inc.

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Client # 35116501

Invoice # 1915644

November 29, 2006

Timekeeper Summary - All Matters

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Amy Wallace Potter	Associate	1.00	475.00	475.00
Christie L. Branson	Associate	3.70	405.00	1,498.50
	Totals	4.70		1,973.50

MobileAria, Inc.

Client # 35116501
Joint ID # 14251-35116501
Invoice # 1915644

J. Koshland

November 29, 2006

REMITTANCE ADVICE

Current Fees	\$ 1,973.50
Current Disbursements	\$ <u>177.64</u>
Current Fees and Disbursements	\$ 2,151.14
Total This Invoice	\$ <u><u>2,151.14</u></u>

Outstanding Invoice Summary

Prior Outstanding Balance	\$ <u>293,283.12</u>
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Total Account Balance	\$ <u><u>295,434.26</u></u>
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